



The David J. Joseph Company

June 11, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

RECORDATION NO. 22790-B FILED

JUN 14 04

4-05 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) certified copy of the Bill of Sale dated as of September 1, 1999, between the following parties:

Seller: Nevada Industrial Switching, Inc.
P.O. Box 5739
Mesa, AZ 85211-5739

Buyer: DJJ Transportation Services, Inc.
(formerly Joseph Transportation Services.)
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, fourteen (14) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Bill of Sale dated September 1, 1999 related to fourteen (14) locomotives bearing reporting marks ECDC 4355 & 4431, NIS 201, 202, 477, 1261, 1263, 1268, 1270, 1819, 1992, 2584, 3186 & 7019.

Please file this as a secondary document under the Recordation Number 22790-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22790.

The filing fee for this document in the amount of \$30.00, is included in the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

Barbara A. Brzezicki
Contract Administrator

Enclosures

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **NEVADA INDUSTRIAL SWITCHING, INC.** ("Seller") does hereby sell, assign and transfer unto **DJJ TRANSPORTATION SERVICES, INC.** ("Buyer"), and its successors and assigns, all of the Seller's right, title, and interest in and to the locomotives described in APPENDIX A hereto (the "Equipment").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated September 1, 1999, by and between Buyer and Seller and neither expands upon nor limits the rights and obligations of the parties under the Purchase and Sale Agreement.

The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Seller is the lawful owner of the Equipment and has good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever, except for the rights of the lessees under the leases as set forth in APPENDIX A hereto (the "Leases");
2. That the Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 4th day of September, 1999.

NEVADA INDUSTRIAL SWITCHING, INC.

BY: Robert J. Schroeder
NAME: ROBERT J. SCHROEDER
TITLE: PRESIDENT

STATE OF ARIZONA)
) SS:
COUNTY OF MARICOPA)

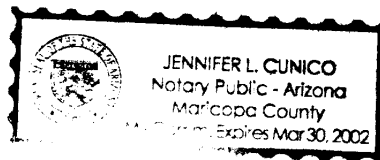
On this 9th day of September, 1999, before me the subscriber, JENNIFER L. CUNICO, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Robert J. Schroeder, to me personally known, who stated and acknowledged that he is the President of Nevada Industrial Switching, Inc., a Nevada corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Bill of Sale for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Bill of Sale as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9th day of September, 1999.

Jennifer L. Cunico
(Notary Signature)

My commission expires:

March 30, 2002



BILL OF SALE

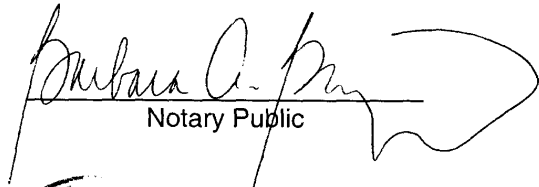
APPENDIX A

Fourteen (14) locomotives bearing reporting marks:

NIS 202 (SW-1)	NIS 1263 (SW-10 EMD, 1200HP)
NIS 1992 (SW-900)	NIS 1268 (SW-10 EMD, 1200HP)
NIS 201 (SW-1 EMD)	NIS 7019 (SW-1200)
NIS 2584 (CF-7 EMD)	NIS 1819 (SW-9)
NIS 1270 (SW-10 EMD)	NIS 477 (CF-7)
ECDC 4355 (SD-9 EMD)	NIS 3186 (GP-9)
ECDC 4431 (SD-9 EMD)	
NIS 1261 (SW-10 EMD, 1200HP)	

CERTIFICATE

The undersigned, Barbara A. Brzezicki, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006